

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

Bench Filed
on 7/28/03

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	
Debtors.)	Jointly Administered

Re: 6/17/03 Agenda Item No(s). 3 & 7. Various Docket Numbers²

**ORDER APPROVING QUARTERLY FEE APPLICATIONS FOR THE SEVENTH
INTERIM FEE PERIOD AND CERTAIN PRIOR AMOUNTS**

Upon the seventh quarterly fee applications (the "Applications")³ of the Professionals referenced on Exhibit A attached hereto for the period of October 1, 2002 through December 31, 2002, and for certain previous periods as set forth therein, (the "Compensation

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Re. Docket Numbers: 3333, 3355, 3356, 3357, 3360, 3377, 3396, 3403, 3405, 3407, 3409, 3412, 3414, 3460, 3462, 3463, 3465, 3466, 3485, 3492, 3500, 3516, 3523, 3533, 3534, 3547, 3549, 3564, 3566, 3596, 3636, 3677 and 3780.

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

Periods”) pursuant to sections 105(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and it appearing that the relief requested in the Applications is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on Exhibit A hereto are granted; and it is further

ORDERED that each of the Professionals is allowed in the amounts set forth in Exhibit A (i) compensation for services rendered during the Compensation Periods and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Periods; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in Exhibit A that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Wilmington, Delaware

Dated: 7/28, 2003


The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit A

BANKRUPTCY MANAGEMENT CORPORATION					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis⁴	Expenses Allowed on Interim Basis⁴
3/5/2003	3475	\$107,634.50	\$7,740.07		
3/5/2003	3479	\$152,761.25	\$15,336.23		
3/7/2003	3492	\$191,519.75	\$6,893.53		
Total:		\$451,915.50	\$29,969.83	\$451,915.50	\$29,925.03

BILZIN SUMBERG DUNN BAENA PRICE & AXELROD					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/21/2003	3533	\$44,816.50	\$2,047.87	\$44,346.50	\$2,047.87
Total:		\$44,816.50	\$2,047.87	\$44,346.50	\$2,047.87

BLACKSTONE GROUP LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/14/2003	3414	\$525,000.00	\$5,537.49	\$525,000.00	\$5,537.49
Total:		\$525,000.00	\$5,537.49	\$525,000.00	\$5,537.49

CAMPBELL AND LEVINE					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/10/2003	3357	\$42,179.00	\$24,050.40	\$42,179.00	\$24,050.40
Total:		\$42,179.00	\$24,050.40	\$42,179.00	\$24,050.40

CAPLIN AND DRYSDALE, CHARTERED					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/6/2003	3333	\$88,876.50	\$33,630.90	\$88,420.00	\$33,544.90
Total:		\$88,876.50	\$33,630.90	\$88,420.00	\$33,544.90

⁴ The columns for "Fees Allowed on Interim Basis" and "Expenses Allowed on Interim Basis" for this applicant are not itemized by quarter because the fee auditor's adjustments were calculated based on the total fees and expenses sought for the previous periods including the 5th Quarter and the 6th Quarter as well as the current 7th Quarter. Because the applicant filed three separate quarterly fee applications for each period, these applications were treated as a single application for purposes of the fee auditor's final report.

CARELLA, BYRNE, BAIN, GILFILLAN, CECCUL, STEWART & OLSTEIN					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/14/2003	3407	\$146,723.00	\$13,785.15	\$146,615.50	\$13,666.99
Total:		\$146,723.00	\$13,785.15	\$146,615.50	\$13,666.99

CASNER & EDWARDS LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/14/2003	3409	\$120,006.00	\$45,832.30	\$119,630.00	\$45,832.30
Total:		\$120,006.00	\$45,832.30	\$119,630.00	\$45,832.30

OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/18/2003	3516	\$0.00	\$1,298.08	\$0.00	\$1,298.08
Total:		\$0.00	\$1,298.08	\$0.00	\$1,298.08

CONWAY DEL GENIO					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis⁵	Expenses Allowed on Interim Basis⁵
3/21/2003	3534	\$28,420.00	\$2,919.16		
4/2/2003	3596	\$21,808.75	\$855.33		
4/17/2003	3677	\$13,987.12	\$0.00		
Total:		\$64,215.87	\$3,774.49	\$64,215.87	\$3,774.49

DUANE MORRIS LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/28/2003	3566	\$61,880.50	\$3,757.47	\$61,880.50	\$3,757.47
Total:		\$61,880.50	\$3,757.47	\$61,880.50	\$3,757.47

⁵ The columns for "Fees Allowed on Interim Basis" and "Expenses Allowed on Interim Basis" for this applicant are not itemized by quarter because the fee auditor's adjustments were calculated based on the total fees and expenses sought for the previous periods including the 5th Quarter and the 6th Quarter as well as the current 7th Quarter. Because the applicant filed three separate quarterly fee applications for each period, these applications were treated as a single application for purposes of the fee auditor's final report.

ELZUFON AUSTIN					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/5/2003	3466	\$7,800.50	\$2,547.87	\$7,800.50	\$2,547.87
Total:		\$7,800.50	\$2,547.87	\$7,800.50	\$2,547.87

FERRY & JOSEPH, P.A.					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/6/2003	3485	\$13,491.00	\$3,512.76	\$13,491.00	\$3,512.76
Total:		\$13,491.00	\$3,512.76	\$13,491.00	\$3,512.76

FTI POLICANO & MANZO					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/18/2003	3523	\$133,591.00	\$1,116.41	\$133,591.00	\$1,116.41
Total:		\$133,591.00	\$1,116.41	\$133,591.00	\$1,116.41

HAMILTON, RABINOVITZ & ALSCHULER, Inc.					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/25/2003	3547	\$13,950.00	\$188.56	\$13,950.00	\$188.56
Total:		\$13,950.00	\$188.56	\$13,950.00	\$188.56

HOLME ROBERTS AND OWEN LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/12/2003	3377	\$2,002,888.50	\$155,222.40	\$2,000,721.00	\$154,723.61
Total:		\$2,002,888.50	\$155,222.40	\$2,000,721.00	\$154,723.61

KIRKLAND & ELLIS					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/4/2003	3460	\$459,440.50	\$18,595.84	\$459,440.50	\$18,467.74
Total:		\$459,440.50	\$18,595.84	\$459,440.50	\$18,467.74

KLETT ROONEY LIEBER AND SCHORLING					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/5/2003	3463	\$25,908.00	\$1,934.35	\$25,908.00	\$1,934.35
Total:		\$25,908.00	\$1,934.35	\$25,908.00	\$1,934.35

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KRAMER LEVIN NAFTALIS & FRANKEL					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/11/2003	3500	\$70,445.00	\$3,575.61	\$70,445.00	\$3,575.61
Total:		\$70,445.00	\$3,575.61	\$70,445.00	\$3,575.61

LEGAL ANALYSIS SYSTEMS, INC.					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/10/2003	3355	\$85,149.00	\$0.00	\$85,149.00	\$0.00
Total:		\$85,149.00	\$0.00	\$85,149.00	\$0.00

LUKINS & ANINS					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/5/2003	3465	\$88,506.00	\$2,620.96	\$88,506.00	\$2,620.96
Total:		\$88,506.00	\$2,620.96	\$88,506.00	\$2,620.96

NELSON MULLINS RILEY and SCARBOROUGH, LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
4/8/2003	3636	\$22,038.00	\$289.77	\$22,038.00	\$289.77
Total:		\$22,038.00	\$289.77	\$22,038.00	\$289.77

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB, P.C.					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/14/2003	3403	\$61,726.00	\$69,686.84	\$61,582.00	\$69,686.84
Total:		\$61,726.00	\$69,686.84	\$61,582.00	\$69,686.84

PITNEY, HARDIN, KIPP AND SZUCH LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/14/2003	3412	\$75,625.50	\$13,915.34	\$75,625.50	\$13,915.34
Total:		\$75,625.50	\$13,915.34	\$75,625.50	\$13,915.34

PRICEWATERHOUSECOOPERS LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/14/2003	3396	\$270,098.50	\$20,047.09	\$263,914.19	\$19,977.27
Total:		\$270,098.50	\$20,047.09	\$263,914.19	\$19,977.27

REED SMITH LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/10/2003	3360	\$325,159.25	\$63,325.59	\$325,039.25	\$63,325.59
Total:		\$325,159.25	\$63,325.59	\$325,039.25	\$63,325.59

RICHARDSON PATRICK					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/5/2003	3462	\$383,014.50	\$73,630.02	\$381,999.00	\$73,630.02
Total:		\$383,014.50	\$73,630.02	\$381,999.00	\$73,630.02

WARREN H. SMITH & ASSOCIATES					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
5/13/2003	3780	\$128,051.00	\$2,601.84	\$128,051.00	\$2,601.84
Total:		\$128,051.00	\$2,601.84	\$128,051.00	\$2,601.84

STEPTOE & JOHNSON LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/27/2003	3564	\$67,587.50	\$1,382.34	\$67,587.50	\$1,382.34
Total:		\$67,587.50	\$1,382.34	\$67,587.50	\$1,382.34

STROOCK & STROOCK & LAVAN LLP					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
3/25/2003	3549	\$171,108.00	\$26,781.59	\$171,108.00	\$26,412.62
Total:		\$171,108.00	\$26,781.59	\$171,108.00	\$26,412.62

L. TERSIGNI CONSULTING, P.C.					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/10/2003	3356	\$85,998.25	\$425.03	\$85,998.25	\$425.03
Total:		\$85,998.25	\$425.03	\$85,998.25	\$425.03

WALLACE KING MARRARO & BRANSON PLLC					
Fee Application Filing Date & Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
2/14/2003	3405	\$629,450.00	\$177,459.68	\$629,139.50	\$177,459.68
Total:		\$629,450.00	\$177,459.68	\$629,139.50	\$177,459.68

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